

Railway Paths Ltd

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6 September 2016

Dear Sir

Please find enclosed our new governing document We have replaced our old Memorandum and Articles of Association to a single form, Companies Act 2006 Articles of Association

The resolution passed unanimously at an EGM on 16 February 2016 read as follows.

SPECIAL RESOLUTION(S)

That, subject to the consent of the Charity Commission

- a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and
- b) the regulations contained in the document attached to this Resolution be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

Please note that the Charity Commission has advised that their consent for this change is not required

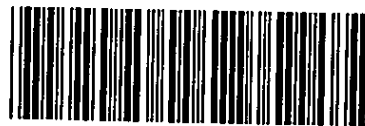
Should you have any questions regarding the enclosed documents please do not hesitate to contact me

Yours faithfully,



Andy Appleby
Company Secretary
Enc

THURSDAY



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08/09/2016
COMPANIES HOUSE

**Articles of Association
of**

Railway Paths Limited

Company number 3535618

(Private company limited by guarantee)

as amended by a special resolution passed on 16 February 2016

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Company number 3535618

The Companies Act 2006

Private company limited by guarantee

Articles of Association

of

Railway Paths Limited

(as amended by a special resolution passed on 16 February 2016)

Part 1

Interpretation, limitation of liability and other miscellaneous provisions

1 Defined terms

1.1 In these articles, unless the context requires otherwise

"**Acts**" means the Companies Acts and every other statute, order, regulation or other subordinate legislation from time to time in force concerning companies and affecting the Charity

"**articles**" means the Charity's articles of association as altered or varied from time to time (and "**article**" means a provision of these articles)

"**CA2006**" means the Companies Act 2006

"**chairman**" has the meaning set out in article 22 (*Chairing of directors' meetings*)

"**chairman of the meeting**" has the meaning set out in article 31 (*Chairing general meetings*)

"**Charities Act**" means the Charities Act 2011

"**Charity**" means the company governed by the articles

"**charity**" has the meaning set out in Section 1, Charities Act

"**charity trustee**" has the meaning set out in Section 177, Charities Act

"**Commission**" means the Charity Commission for England and Wales

"**Companies Acts**" means the Companies Acts (as defined in Section 2, CA2006), in so far as they apply to the Charity

"**document**" includes, unless otherwise specified, any summons, notice, order, register, certificate or other legal process and includes any such document sent or supplied in electronic form

"**electronic form**" has the meaning set out in Section 1168, CA2006

"**eligible trustee**" means a trustee who would have been entitled to vote on the matter had it been proposed as a resolution at a trustees' meeting (but excluding any trustee whose vote is not to be counted in respect of the resolution in question)

"**hard copy form**" has the meaning set out in Section 1168, CA2006

"**member**" has the meaning set out in Section 112, CA2006

"**Model Articles**" means the model articles for private companies limited by guarantee as set out in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229)

"**objects**" means the objects of the Charity as set out in article 2 (*Charity's objects*)

"**ordinary resolution**" has the meaning set out in Section 282, CA2006

"participate", in relation to a directors' meeting, has the meaning given in article 20 (*Participation in directors' meetings*)

"special resolution" has the meaning set out in Section 283, CA2006

"subsidiary" has the meaning set out in Section 1159, CA2006

"taxable trading" means the carrying on of a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax

"Trustee" means a director of the Charity, and includes any person occupying the position of director, by whatever name called

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods and **"written"** shall be construed accordingly

1 2 Unless the context otherwise requires (or unless otherwise defined or stated in these articles) words or expressions contained in these articles shall have the same meaning as in the CA2006 as in force from time to time

1 3 The Model Articles shall not apply to the Charity and these articles shall be the articles of association of the Charity (to the exclusion of any other regulations set out in any statute, statutory instrument or other subordinate legislation from time to time in force)

1 4 References in these articles to a document or information being sent or supplied by or to a company (including the Charity) shall be construed in accordance with the provisions of Section 1148(3), CA2006 and any reference to "sent" or "supplied" (or other similar term) shall be construed in accordance with the provisions of Section 1148(2), CA2006

2 **Charity's objects**

2 1 The objects of the Charity are the provision for the benefit of the public of routes, roads and paths suitable for cycling, walking, horseriding and wheel-chair use, the provision of recreational facilities for the public in the interests of social welfare, the preservation, restoration, maintenance and protection for the public benefit of such of the structures, buildings, plant and equipment on any land which may at any time be vested in the Company or in respect of which the Company may have an interest as are of historic, cultural, architectural, constructional or scientific interest, the advancement of public education in the subjects of environmentally friendly transport systems, the protection of the environment and the conservation of energy resources, and the support promotion and encouragement of the charitable activities of Sustrans Ltd (registered charity number 326550)

2 2 The Charity has the power to do anything within the law which may promote or may help to promote the objects or any of them In particular (but without limitation) the Charity has the following powers

- (a) to purchase, construct, develop, establish and equip, and to promote and encourage the retention and preservation of and to repair, renovate, restore, rebuild and generally to maintain, safe routes and paths for cycling, walking and other forms of low energy transport,
- (b) to acquire in any manner or construct, establish, alter, maintain, furnish and equip land, buildings and other accommodation in furtherance of the objects or purposes of the Charity, including accommodation for offices, information centres, libraries, lectures, storage and all other ancillary purposes in furtherance of the objects or purposes of the Charity,
- (c) to carry on, encourage and support research into ecology, botany, methods of conservation of energy and protection of the environment and the publication of the results of such research,
- (d) to arrange and provide, by means of lectures, courses of study, exhibitions and all other methods, education, training and instruction in matters coming within the objects or purposes of the Charity,
- (e) to establish, equip and maintain a library relating to the aims and objects of the Charity,

- (f) to undertake and execute any charitable trusts,
- (g) to act as a holding company,
- (h) to enlist the co-operation and support of, and to enter into any arrangements with, educational authorities, charitable organisations, national authorities, local authorities, persons or associations interested in the aims and objects of the Charity,
- (i) to act as necessary, in furtherance of the objects of the Charity, as printers, copyists, engravers, publishers, journal and magazine proprietors, librarians, booksellers, distributors and stationers provided always that the Charity shall not undertake any permanent trading,
- (j) to purchase, take on lease or in exchange, hire or otherwise acquire, and to hold, sell, lease or otherwise dispose of, any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Charity,
- (k) to employ officers, servants and employees (not being members of the Board or other governing body of the Charity) of all sorts, and to remunerate them and to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees of the Charity and their widows, children and other dependants,
- (l) to borrow or raise money on such terms as may be thought fit (including, without limitation, by way of grant, whether or not subject to any obligation to pay or repay money to the grantor in the event of any failure of the purpose for which the grant was made),
- (m) to guarantee the obligations of any other charity and to make loans or donations to any other charity,
- (n) to secure the repayment of any money borrowed, raised or owing, and interest thereon, and any such guarantee, and the performance of any other obligation which it may properly undertake, by mortgage, charge or lien over the whole or any part of the property or assets (whether present or future) of the Charity, and whether by the creation and issue debentures or debenture stock or otherwise,
- (o) to invest the monies of the Charity not immediately required for its purposes in or upon such shares, investments, securities or property as may be thought fit,
- (p) to accept grants, donations, gifts, loans, subscriptions and other assistance in furtherance of the objects of the Charity and to conform to any proper conditions upon which the same may be made,
- (q) to make planning applications, applications for consent under bye-laws or building regulations and other like applications,
- (r) to establish and support, or aid in the establishment and support of, any charitable associations or institutions and to subscribe or guarantee money or make grants or loans for charitable purposes in any way connected with the purposes of the Charity calculated to further its objects,
- (s) to provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees, and

2 3 Nothing in these articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005

2 4 The provisions of article 2 1 may only be amended with the prior written consent of the Commission

3 **Name**

The name of the Charity is "Railway Paths Limited"

4 **Domicile**

The Charity's registered office is to be situated in England and Wales

5 **Liability of members**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for

- (a) payment of the Charity's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves

6 **Non-distribution**

6 1 The property and funds of the Charity must be used only for promoting the objects and do not belong to the members of the Charity, but

- (a) members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied,
- (b) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity,
- (c) members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity, and
- (d) members (including Trustees) who are also beneficiaries of the Charity may receive charitable benefits in that capacity

6 2 The provisions of article 6 1 may only be amended with the prior written consent of the Commission

7 **Application of assets on a winding up**

7 1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied by the Trustees in the following ways

- (a) by transfer to one or more other bodies established for exclusively charitable purposes which the Trustees in their absolute discretion consider are within, the same as or similar to the objects, and (subject thereto),
- (b) directly for the objects or charitable purposes within or similar to the objects, and (subject thereto),
- (c) in such other manner consistent with charitable status as the Commission may approve in writing in advance

7 2 A final report and statement of account must be sent to the Commission

7 3 The provisions of article 7 1 may only be amended with the prior written consent of the Commission

Part 2

Trustees and Secretary

Appointment and removal of Trustees

8 **Methods of appointing Trustees**

8 1 Any person who is willing to act as a Trustee, and is permitted by law to do so, may be appointed to be a Trustee

- (a) by ordinary resolution, or

(b) by a decision of the Trustees

- 8 2 In any case where, as a result of death or bankruptcy, the Charity has no members and no Trustees, the personal representatives or trustee in bankruptcy of the last member to have died or to have had a bankruptcy order made against him, as the case may be, shall have the right, by notice in writing to the Charity, to appoint any one person to be a Trustee provided such person is a natural person in accordance with Section 155, CA2006 and provided such person is willing to be so appointed and is otherwise permitted by law to be a Trustee of the Charity
- 8 3 For the purposes of article 8 2, if two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member
- 8 4 If the number of Trustees falls below three, the Trustees shall as soon as practicable appoint a new Trustee or Trustees to ensure that the number of Trustees is three or more
- 8 5 The Secretary of State may appoint by notice in writing to the Company one Director ("the Secretary of State Director") and may remove the Secretary of State Director from office by notice in writing to the Company
- 8 6 The Railway Heritage Trust may appoint by notice in writing to the Company one Director ("the Railway Heritage Trust Director") and may remove the Railway Heritage Trust Director from office by notice in writing to the Company
- 8 7 Sustrans may appoint by notice in writing to the Company up to two Directors ("the Sustrans Directors ") and may remove either of the Sustrans Directors from office by notice in writing to the Company

9 Terms of office of Trustees

- 9 1 A Trustee shall be appointed in accordance with article 8 1 for an initial term expiring on 31 December in the year four years after the year of his or her appointment At the expiry of this initial term of office, that Trustee shall be eligible for reappointment for a further one term of office expiring on 31 December four years after that expiry
- 9 2 Subject to article 9 3 and article 9 4 once a Trustee has served for two consecutive terms of office that Trustee shall retire from office and shall be ineligible for reappointment as a Trustee for a period of at least 12 months
- 9 3 If the Trustees feel that in exceptional circumstances (as determined by the Trustees) a Trustee should be reappointed despite that Trustee having served two consecutive terms of office, they may reappoint him or her as a Trustee for a maximum of one further term of office expiring on a date determined by the Trustees falling no later than 31 December four years after the expiry of that Trustee's second term of office, after which he or she must step down as a Trustee and shall be ineligible for reappointment as a Trustee for a period of at least 12 months
- 9 4 A Trustee shall not retire by virtue of article 9 2 nor cease to be a Trustee by virtue of article 10 1(g), (h) or (i) if following that retirement or cessation, taking account of any new appointments at that time, the number of Trustees would fall below three Where this article 9 4 would apply the Trustees shall appoint a replacement Trustee or replacement Trustees as soon as practicable and the Trustee who would otherwise have retired or whose appointment would otherwise have ceased shall retire or shall cease to be a Trustee with effect from the date of the appointment of the replacement Trustee which will mean that the number of Trustees will not fall below three (and if more than one Trustee is subject to this article 9 4 at the same time, they will retire or cease to be a Trustee in the order of their original appointment or, if they were originally appointed at the same time, as determined by the Trustees)
- 9 5 The current term of office of each Trustee at the date of adoption of these articles shall, notwithstanding the provisions of the previous articles, expire on 31 December of the year in which, under the previous articles, that term of office would have expired Upon such expiry of that current term of office the provisions of this article 9 shall apply on the basis that the term of office which has expired is either the first term of office or, as the case may be, the second term of office based on whether it is that Trustee's first term of office or second term of office under the previous articles

10 Termination of Trustee's appointment

- 10 1 A person ceases to be a Trustee, subject to article 9 4, as soon as
- (a) that person is disqualified under the Charities Act from acting as a charity trustee or is otherwise prohibited from being a company director by law,
 - (b) is convicted of an offence and the Trustees resolve that it is undesirable in the interests of the Charity that he or she remains a Trustee of the Charity,
 - (c) a bankruptcy order is made against that person,
 - (d) a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - (e) a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months,
 - (f) by reason of that person's mental health, he is admitted to hospital in pursuance of an application for admission for treatment under any mental health legislation for the time being in force in any part of the United Kingdom or a court having jurisdiction (whether in the United Kingdom or elsewhere) makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
 - (g) notification is received by the Charity from the Trustee that the Trustee is resigning from office, and such resignation has taken effect in accordance with its terms,
 - (h) that person has, for more than ten consecutive months, been absent without permission of the Trustees from meetings of the Trustees held during that period and the Trustees make a decision that that person's office be vacated, or
 - (i) subject to article 9 3 and article 9 4, that person has served the maximum term of office permitted under article 9 2, or
 - (j) the appointment of that person as a Trustee is terminated by a notice in writing signed by at least two thirds of the other Trustees
- 10 2 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the board

Trustees' interests and conflicts of interest

11 Trustees' interests

- 11 1 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
- (a) as mentioned in article 6 1(b) (*Non-distribution*), article 6 1(c) (*Non-distribution*), article 6 1(d) (*Non-distribution*) or article 11 2 (*Trustees' interests*),
 - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity,
 - (c) an indemnity in accordance with article 42 (*Indemnity and Funds*),
 - (d) trustee indemnity insurance purchased in accordance with the Charities Act, and
 - (e) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance and where required by the Acts the approval or affirmation of the members)
- 11 2 Any Trustee (or any firm, company or other entity of which a Trustee is a member, director or employee and in which he has a personal interest) may enter into a contract with the Charity to supply goods or services to the Charity in return for a payment or other material benefit but only if
- (a) the goods or services are actually required by the Charity and in the opinion of the Trustees it is in the best interests of the Charity for the goods or services to be provided by the relevant Trustee,

- (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services supplied, is set out in an agreement in writing between the Charity and the relevant Trustee, and is set in accordance with the procedure in article 11 3 (*Trustees' interests*), and
 - (c) fewer than one half of the Trustees are subject to or affected by such a contract or otherwise remunerated in accordance with article 6 1 (*Non-distribution*) or article 11 in any financial year
- 11 3 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must
- (a) declare an interest at or before discussion begins on the matter,
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
 - (c) not be counted in the quorum for that part of the meeting, and
 - (d) withdraw during the vote and have no vote on the matter
- 11 4 The provisions of article 11 may not be amended without the prior written consent of the Commission
- 12 Conflicts of interest**
- 12 1 A Trustee has a duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Charity This duty applies to the exploitation of any property, information or opportunity (and it is immaterial whether the Charity could take advantage of the property, information or opportunity) A reference to a conflict of interest in these articles includes a conflict of interest and duty and a conflict of duties
- 12 2 Article 12 1 does not apply to a conflict of interest arising in relation to the following transactions or arrangements with the Charity and which the Trustees resolve are in the best interests of the Charity
- (a) any transaction or arrangement mentioned in article 6 (*Non-distribution*) or article 11 (*Trustees' interests*),
 - (b) any transaction or arrangement with a charity of which a Trustee is a charity trustee or with which he or she is otherwise connected and which is in furtherance of the objects of the Charity and which does not confer a personal benefit on the Trustee,
 - (c) any transaction or arrangement with a company limited by shares which is wholly owned by the Charity (or the Charity and other charities) and in which a Trustee does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the Trustee, and
 - (d) any transaction or arrangement with a company limited by guarantee which is wholly owned by the Charity (or the Charity and other charities) and in which a Trustee does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the Trustee
- 12 3 In this article and article 13 (*Authorisation of conflicts*), reference to a Trustee will include a body or person who would be a "connected person" with the meaning of Section 118 of the Charities Act
- 13 Authorisation of conflicts**
- 13 1 The Trustees may authorise a matter or situation in which a Trustee has, or may have, a direct or indirect interest that conflicts, or may conflict, with the interests of the Charity but only if
- (a) the interest is one that will not confer a personal benefit on the Trustee or any person connected with that Trustee at the expense of the Charity to an extent greater than that permitted by article 6 (*Non-distribution*) or article 11 (*Trustees' interests*),
 - (b) the Trustees act in what they consider is in the best interests of the Charity, and
 - (c) the Trustees comply with the procedure set out in article 11 3 (*Trustees' interests*)

Secretary

14 Secretary

The Trustees may appoint any person who is willing to act as secretary of the Charity on such terms (including, but not limited to, term of office and remuneration) and subject to such conditions as they may think fit and from time to time remove such person and, if the Trustees determine, appoint a replacement secretary of the Charity, in each case by a decision of the Trustees. The secretary may be a Trustee but any Trustee who is appointed as secretary may not receive remuneration for acting as such.

Trustees' powers and responsibilities

15 Trustees' general authority

Subject to these articles, the Trustees are responsible for the management of the Charity's business, in furtherance of the Charity's objects, for which purpose they may exercise all the powers of the Charity.

16 Delegation by Trustees

16 1 Subject to these articles, the Trustees may delegate any of the powers which are conferred on them under these articles

- (a) to such person or committee,
- (b) by such means (including by power of attorney),
- (c) to such an extent,
- (d) in relation to such matters or territories, and
- (e) on such terms and conditions

as they think fit (including whether any such delegation shall be made either collaterally with or to the exclusion of the powers otherwise conferred on the Trustees under these articles)

16 2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated

16 3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions

17 Committees and steering groups

17 1 Committees to whom the Trustees delegate any of their powers may consist of one or more co-opted persons other than Trustees on whom voting rights may be conferred as members of the committee provided that

- (a) the number of co-opted members of the committee shall be less than one-half of the total number of members of the committee and so that no resolution of the committee shall be effective unless a majority of the members of the committee voting on the resolution are Trustees,
- (b) all proceedings of every committee must be reported promptly to the Trustees, and
- (c) every committee must act in accordance with the terms of reference on which any function is delegated to it (but, subject to that, the proceedings of the committee will be governed by such of these articles as regulate the proceedings of the board of Trustees so far as they are capable of applying)

17 2 The Trustees may establish an advisory board (referred to in these articles as a "**Steering Group**") comprising individuals who, in the opinion of the Trustees, have the relevant expertise and experience in dealing with issues affecting the Charity provided that

- (a) the Steering Group will have none of the rights or powers exercisable by the Trustees or any committee other than a power to advise the Trustees on any matter referred to it by the Trustees,
- (b) the members of the Steering Group will have none of the responsibilities of company directors or charity trustees, and

- (c) the Steering Group must act in accordance with any terms of reference imposed by the Trustees (but, subject to that, the proceedings of the Steering Group will be governed by such of these articles as regulate the proceedings of the Trustees so far as they are capable of applying)

18 Trustees to take decisions collectively

- 18 1 Any decision of the Trustees must be either a majority decision at a meeting or a unanimous decision taken in accordance with article 18 2
- 18 2 A unanimous decision of the Trustees is taken in accordance with this article when all eligible Trustees indicate to each other by any means, excluding the means of text messaging or other forms of instant messaging, that they share a common view on a matter
- 18 3 A decision made under article 18 2 may take the form of a resolution in writing, where each eligible Trustee has signed one or more copies of it or to which each eligible Trustee has otherwise indicated agreement in writing
- 18 4 A decision may not be taken under article 18 2 if the eligible Trustees would not have formed a quorum at a Trustees' meeting held to discuss the matter in question
- 18 5 The Trustees must ensure that the Charity keeps a record in writing for at least 10 years from the date of the decision recorded of any unanimous or majority decisions taken by the Trustees

19 Calling a Trustees' meeting

- 19 1 On the written request of four Trustees the Secretary shall, and in any other case may, at any time summon a Trustees' meeting
- 19 2 Notice of any Trustees' meeting must indicate
 - (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 19 3 Save as provided otherwise in these articles, notice of a Trustees' meeting must be given to each Trustee, but need not be in writing
- 19 4 Notice of a Trustees' meeting need not be given to Trustees who waive their entitlement to notice of that meeting, by giving notice to that effect to the Charity not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

20 Participation in Trustees' meetings

- 20 1 Subject to these articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when
 - (a) the meeting has been called and takes place in accordance with these articles, and
 - (b) they can each communicate orally (including by means of telephone, video conference or other audio or audio-visual link) to the others any information or opinions they have on any particular item of the business of the meeting
- 20 2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other, provided that all persons participating in the meeting can hear each other
- 20 3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

21 Quorum for Trustees' meetings

- 21 1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

21 2 Subject to Section 175(6), CA2006, the quorum for the transaction of the business of the Trustees' may be fixed from time to time by a decision of the Trustees, and unless otherwise so fixed shall (save as provided in article 21 3 or any other provision of these articles) be three

21 3 In relation to any meeting (or part of any meeting)

(a) held to authorise a conflict of interest pursuant to article 13 (*Authorisation of conflicts*), if, at the relevant time, the Charity has only one Trustee other than the conflicted Trustee, the quorum for such meeting (or the part thereof dealing with the authorisation pursuant to article 13 (*Authorisation of conflicts*)) shall be one eligible Trustee, or

(b) held to appoint a new Trustee or Trustees at a time when the number of Trustees has fallen below three, the quorum for such meeting shall be the number of remaining Trustees

21 4 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision

(a) to appoint further Trustees, or

(b) to call a general meeting so as to enable the members to appoint further Trustees

22 Chairing of Trustees' meetings

22 1 The Trustees may appoint a Trustee to chair their meetings

22 2 The person so appointed for the time being is known as the chairman

22 3 The Trustees may terminate the chairman's appointment at any time

22 4 If the chairman is unwilling to chair a Trustees' meeting or is not participating in a Trustees' meeting within ten minutes of the time at which it was to start or, if at any time during the meeting, the chairman ceases to be a participating Trustee, the participating Trustees must appoint one of themselves to chair it (or chair such part of it in relation to which the chairman ceases to be a participating Trustee, as the case may be)

23 Casting vote

If, at a meeting of the Trustees, the numbers of votes for and against a proposal are equal, the chairman or other Trustee appointed to chair the meeting pursuant to article 22 4 (*Chairing of Trustees' meetings*) shall have a casting vote

24 Trustees' discretion to make further rules

Subject to these articles, the Trustees may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Trustees

Part 3

Members

Becoming and ceasing to be a member

25 Applications for membership

25 1 No person shall become a member of the Charity unless

(a) that person has completed an application for membership in a form approved by the Trustees, and

(b) the Trustees have approved the application

25 2 A person who is a Trustee shall automatically be admitted as a member of the Charity on appointment as a Trustee, whether or not he has completed an application for membership

25 3 In approving a person to become a member the Trustees shall have full discretion

26 Termination of membership

26 1 A member may withdraw from membership of the Charity by giving 7 days' notice to the Charity in writing

- 26 2 Membership is not transferable
- 26 3 A person's membership terminates on the date which is the earliest of
- (a) the date when that person dies or ceases to exist,
 - (b) in the case of a member who is a Trustee or an employee at any time while being a member, the tenth anniversary of the date on which that member ceases to be a Trustee or, as the case may be, an employee (and in the case of a member who has been a Trustee and an employee, the tenth anniversary of the later of those dates),
 - (c) in the case of a member who is not a Trustee or an employee at any time while being a member, the tenth anniversary of the date on which that member becomes a member, or
 - (d) the date on which the Trustees declare that that member has ceased to be a member pursuant to article 26 5
- 26 4 If any person who is a member on the date of adoption of these articles would have already ceased to have been a member by virtue of article 26 3 if that article had been in force prior to that date, that member shall cease to be a member on the date of adoption of these articles
- 26 5 The Trustees may, in their absolute discretion, defer the cessation of membership pursuant to article 26 3(b) or (c) or article 26 4 for a period of up to ten years
- 26 6 If any member
- (a) shall in a consecutive period of at least three calendar years not have attended in person any general meeting of the Charity and not have caused to be deposited pursuant to article 37 a proxy for any such meeting, or
 - (b) during such consecutive period the registered address of a member shall be out of date (of which fact it shall be sufficient evidence that a letter sent to such address in the first of such three years has been returned through the post and that no subsequent information showing the address not to have been out of date has been received by the Charity),
- then
- (c) the Trustees may, at any time thereafter, cause to be posted to such member at his last known address a notice stating that if he shall not within one month after the date on which such notice was posted inform the Charity in writing that he wishes to remain a member thereof, his name will be struck off the list of members, and
 - (d) if, at the expiry of such notice, he shall not so have informed the Charity, the Trustees may (whether or not the notice sent to him has been returned through the post), at any time thereafter, declare that he has ceased to be a member and on such declaration he shall so cease and the register of members shall be altered accordingly
- 26 7 If, as a result of a person ceasing to be a member pursuant to article 26, the number of members would reduce below two, that cessation shall be suspended until such time as the cessation will not mean that the number of members will reduce below two Where there is more than one cessation suspended by this article 26 6, the order in which the cessations take effect will be in the chronological order in which they would have taken effect if this article 26 6 did not apply (or, as between cessations which would have taken effect on the same date, as determined by the Trustees)
- 27 Associate members and patrons**
- 27 1 The Trustees may admit and remove such persons as they see fit as associate members in accordance with any criteria or rules set out by the Trustees from time to time, provided that associate members shall not be members for the purposes of the Companies Act and accordingly such membership shall not bestow upon any associate member the right to attend or vote on any matter at any general meeting of the Charity
- 27 2 The Trustees may appoint and remove any person or persons as a patron of the Charity and on such terms as they shall think fit

Part 4

Decision-making by members

Organisation of General Meetings

28 Notice of general meetings

28 1 A general meeting of the Charity (other than an adjourned meeting) shall be called by notice of at least 14 clear days (that is, excluding the date on which the notice is given and the date on which that 14 day period expires) but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety percent of the total voting rights at that meeting of all the members

28 2 Every notice convening a general meeting shall specify

- (a) the place, the date and the time of the meeting,
- (b) the general nature of the business to be dealt with at the meeting,
- (c) if the meeting is convened to consider a special resolution, the text of the resolution and intention to propose the resolution as a special resolution, and
- (d) with reasonable prominence, that a member is entitled to appoint another person (who does not have to be a member) as his proxy to exercise all or any rights of his to attend, speak and vote at the meeting

28 3 The notice shall be given to the members (other than any who under the provisions of these articles or otherwise are not entitled to receive notice from the Charity), to the Trustees and to the auditors and if more than one for the time being, to each of them

28 4 Subject to the provisions of these articles, notice of a general meeting of the Charity may be given

- (a) in hard copy form,
- (b) in electronic form, or
- (c) by means of a website,

or partly by one such means and partly by another and the provisions of article 39 (*Charity communications*) shall apply accordingly

28 5 The accidental failure to give notice of a general meeting or, in cases where it is intended that it be sent out with the notice, an instrument of proxy, or to give notice of a resolution intended to be moved at a general meeting to, or the non-receipt of any of them by, any person or persons entitled to receive the same shall not invalidate the proceedings at that meeting and shall be disregarded for the purpose of determining whether the notice of the meeting, instrument of proxy or resolution were duly given

29 Attendance and speaking at general meetings

29 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

29 2 A person is able to exercise the right to vote at a general meeting when

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

29 3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

29 4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other

29 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

30 **Quorum for general meetings**

30 1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum when the meeting proceeds to business (and nothing in these articles shall prevent any other business being transacted at such general meeting if the persons attending it do not constitute a quorum from time to time thereafter throughout the meeting)

30 2 Whenever the Charity has only one member, the member present (being an individual) in person or by proxy or (being a corporation) by a duly authorised representative or by proxy, shall be a quorum Subject to the provisions of Section 318(2), CA2006 whenever the Charity has two or more members four persons entitled to vote upon the business to be transacted (each being a member (being an individual) present in person or by proxy, or (being a corporation) present by a duly authorised representative or by proxy), shall be a quorum

31 **Chairing general meetings**

31 1 If the Trustees have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

31 2 If the Trustees have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start

(a) the Trustees present, or

(b) (if no Trustees are present), the meeting,

must appoint a Trustee or member (which may not include any proxy appointed by a member) to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

31 3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

32 **Attendance and speaking by Trustees and non-members**

32 1 Trustees may attend and speak at general meetings, whether or not they are members

32 2 The chairman of the meeting may permit other persons who are not members of the Charity to attend and speak at a general meeting

33 **Adjournment**

33 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, the chairman of the meeting must adjourn it

33 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

33 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

33 4 When adjourning a general meeting, the chairman of the meeting must

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

33 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)

- (a) to the same persons to whom notice of the Charity's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- 33 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place
- 33 7 If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, all those members present in person or by proxy or (being a corporation) by a duly authorised representative or by proxy shall form a quorum
- 34 Voting: general**
- 34 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles
- 34 2 Subject to the provisions of the CA2006, on a vote on a resolution on a show of hands at a meeting, each member present in person or by proxy has one vote. In the case of an equality of votes on a show of hands the chairman of the meeting shall be entitled to a second or casting vote
- 35 Errors and disputes**
- 35 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 35 2 Any such objection must be referred to the chairman of the meeting whose decision is final and conclusive
- 36 Demanding a poll and procedure on a poll**
- 36 1 A poll on a resolution may be demanded
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 36 2 A poll may be demanded by
- (a) the chairman of the meeting,
 - (b) the Trustees,
 - (c) two or more persons having the right to vote on the resolution, or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution
- 36 3 A demand for a poll may be withdrawn if
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal,
- and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 36 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs
- 37 Appointment of proxies**
- 37 1 Members may appoint proxies to attend meetings in their place in accordance with CA2006
- 37 2 Proxies may only be appointed by a notice in writing in the form specified from time to time by the Trustees

38 Written resolutions of members

A written resolution proposed in accordance with the provisions of Chapter 2 of Part 13 of the CA2006 shall lapse if it is not passed before the period of six months beginning with the circulation date (as such is construed pursuant to Section 290, CA2006)

Part 5

Administrative Arrangements

39 Charity communications

39 1 Notices and other documents to be served on members or Trustees under these articles or the Acts may be served

- (a) by hand,
- (b) by post,
- (c) in suitable electronic form, or
- (d) through publication in the Charity's newsletter or on the Charity's website

39 2 The only address at which a member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of members

39 3 Any notice given in accordance with these articles is to be treated for all purposes as having been received

- (a) 24 hours after being sent by suitable electronic form, posted on the Charity's website or delivered by hand to the relevant address,
- (b) two clear days after being sent by first class post to that address,
- (c) three clear days after being sent by second class or overseas post to that address, or
- (d) immediately on being handed to the recipient personally,

or, if earlier, as soon as the recipient acknowledges actual receipt

39 4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

40 No right to inspect accounts and other records

Except as provided by law or authorised by the Trustees or an ordinary resolution of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or documents merely by virtue of being a member

41 Provision for employees on cessation of business

The Trustees may decide to make provision for the benefit of persons employed or formerly employed by the Charity (other than a Trustee or former Trustee) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Charity

42 Indemnity and Funds

The Charity may indemnify a Trustee or former Trustee of the Charity against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of CA2006